

THE CLAFLIN FAMILY ASSOCIATION, INC. FRIENDS OF THE CLAFLIN FAMILY ASSOCIATION, INC.

BYLAWS
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(Adopted July 30, 2005; amended: July 28, 2007, July 28, 2012)

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Part Two: Bylaws of the Friends of the Claflin Family Association
(Adopted July 30, 2005)

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Part One: Bylaws of the Claflin Family Association

Article 1. Name

- 1.1 Name. The name of this organization shall be the Claflin Family Association, hereinafter called the Association.

Article 2. Purposes

- 2.1 Purposes. The purposes of the Association shall be to:
- 2.1.1 Hold annual Claflin Family reunions,
 - 2.1.2 Promote friendships among members of the Claflin Family,
 - 2.1.3 Inform the membership about the genealogy and history of the Claflin Family in America since 1650,
 - 2.1.4 Collaborate with others in informing the membership about the genealogy and history of the Clan MacLachlan of western Scotland, and generally about Scottish geography, history, and culture,
 - 2.1.5 Grant funds for the advancement of education, public health, or historic preservation.

Article 3. Membership

- 3.1 Members. The following are members of the Association:
- 3.1.1 Persons who were members of the Association on the date of the adoption of this bylaw revision,
 - 3.1.2 Persons who are lineal descendants of the Robert MacLachlan who was accepted as a townsman in Wenham, Massachusetts in 1661, their spouses, widows, and widowers,
 - 3.1.3 Others with an interest in or a connection to the Claflin Family, upon approval of their application for membership, made in writing to the Secretary and stating their interest in or connection to the Claflin Family.
- 3.2 Active Members. Active members are those members whose present mailing addresses are listed in the records of the Association, who are 16 years of age and older, and who are up to date with such dues payments as may be set from time to time by the Association.
- 3.3 Inactive Members. Inactive members are those members whose present mailing addresses are unknown, who are 15 years of age or younger, or whose dues payments are not up to date.
- 3.4 Transfer of Status. An Inactive member shall acquire or resume Active membership status upon his/her informing the Secretary of his/her present mailing address, upon

reaching the age of 16, and upon his/her payment of such dues as may be set from time to time by the Association. An Active member on his/her request shall be transferred to Inactive membership status.

- 3.5 Participation in Business Affairs of the Association. Active members shall have the right to participate fully in the business affairs of the Association; Inactive members shall not participate in the business affairs of the Association.

Article 4. Meetings of the Association

- 4.1 Annual Business Meeting. The annual business meeting of the Association shall be held during the last week of July within the Commonwealth of Massachusetts or elsewhere in the United States. The Association shall select the date, time, and place for a future meeting during an annual business meeting. In the absence of such selection, the Executive Board shall select the date, time, and place of the annual business meeting and shall notify the Active members as quickly as expedient as to this selection.
- 4.2 Special Meetings. Special meetings of the Association may be called by the President, and shall be called by the President upon the written request of 20 Active members. No business other than that stated in the meeting notice shall be conducted at a special meeting.
- 4.3 Notice. The Secretary shall mail written notice of meetings of the Association to all Active members not less than 30 days in advance of such meetings. Such notice may also be posted on the website of the Association.
- 4.4 Content of Notice. Notice of meetings of the Association, additional to stating the date, time, and place, shall include the agenda for the meeting and shall identify the substance of any special business to be dealt with, the substance of any proposed bylaw amendments, and the names of any nominees for officer or Executive Board member.
- 4.5 Agenda. The agenda for annual business meetings shall include the following: call to order; approval or disposition of the minutes of previous meetings; reports of officers; reports of standing and special committees other than the Nominating Committee; the report of the Nominating Committee and the elections of officers and members of the Executive Board, hereinafter called the Board; unfinished business; new business including the locations of future annual business meetings; announcements; and adjournment.
- 4.6 Agenda and the Friends of the Clafin Family Association. A portion or portions of the annual business meeting may be devoted to reports or affairs of the Friends of the Clafin Family Association, hereinafter called the Friends. Such reports shall be made and such reports and affairs shall be acted upon separately from the reports and affairs of the Association.
- 4.7 Quorum and Vote Required. Twenty-five Active members shall constitute a quorum for meetings of the Association for the transaction of business. Unless otherwise specified herein or by parliamentary authority, a majority of the legal votes cast shall be required for the adoption of motions and for the election of officers or members of the Board. Voting by proxy shall not be permitted.

Article 5. Officers

5.1 Elected Officers. The elected officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

5.2 Election and Terms of Service. Elected officers shall be elected in accordance with the provisions of Article 13, for terms of one year and shall serve until their successors have been elected.

5.3 Duties.

5.3.1 The President shall be the legal head of the Association; he/she shall call and preside at business meetings of the Association and the Board. Subject to the approval of the Board, he/she shall appoint (a) the chairs and members of standing and special committees and (b) the appointed officers of the Association. He/she shall carry out the directives of the Association and the Board and shall perform all other duties required herein or customary to the office. The President shall be a consultant member (without vote) of all standing and special committees other than the Audit Committee and the Nominating Committee; he/she may delegate this function for some committees to the Vice President.

5.3.2 The Vice President shall assume the duties of the President in the event of his/her absence, incapacity, or resignation. He/she shall assist in managing Association activities as requested by the President and shall perform all other duties required herein or customary to the office. At the request of the President, the Vice President shall be a consultant member (without vote) of various standing and special committees other than the Audit Committee and the Nominating Committee.

5.3.3 The Secretary shall prepare minutes of business meetings of the Association, and of the Board, shall enter them into a minute book, shall enter corrections approved by the Association or the Board, and when approved shall sign and date the minutes as being approved. He/she shall prepare and keep up to date a list of the Active members of the Association; shall prepare and send required notices of meetings; and shall perform all other duties required herein or customary to the office. Except as provided in section 5.6.1, the Secretary shall (a) keep the corporate records of the Association and (b) within 30 days following an annual business meeting, or as otherwise required, shall prepare and submit to the Secretary of the Commonwealth of Massachusetts such annual reports as are required by the Secretary of the Commonwealth.

5.3.4 The Treasurer shall be responsible for the collection, safekeeping, and expenditure of the funds of the Association in accordance with these bylaws and procedures and rules adopted by the Board and approved by the Association. He/she shall report briefly on the finances of the Association at meetings of the Board and shall submit annual financial reports to the Audit Committee and to the annual business meetings of the Association in accordance with the provisions of section 12.5. He/she shall be an ex officio member of the Finance Committee, participating with that committee in

preparing annual budgets and in managing the invested funds of the Association.

5.4 Appointed Officers. The appointed officers of the Association shall include a Resident Agent (in the event that the Secretary does not reside within the boundaries of the Commonwealth of Massachusetts), a Webmaster, and a Liaison Officer, and may include other officers as the Association or the Board may from time to time decide are needed to fulfill the purposes and objectives of the Association.

5.5 Appointment and Terms of Office. Appointed officers shall be appointed by the President subject to the approval of the Board and shall serve for terms of up to one year and until their successors have been appointed.

5.6 Duties of Appointed Officers.

5.6.1 The Resident Agent shall (a) keep the corporate records of the Association and (b) within 30 days following an annual business meeting, or as otherwise required, shall submit to the Secretary of the Commonwealth of Massachusetts such annual reports as are required by the Secretary of the Commonwealth.

5.6.2 The Webmaster shall create and manage the website of the Association and shall perform all other duties as directed by the Board, required herein, or customary to the office.

5.6.3 The Liaison Officer shall work with members of the Association who are seeking to create a local or regional chapter of the Association. He/she shall communicate the concerns and desires of a local or regional group to the Board and the concerns and decisions of the Board to a local or regional group.

5.6.4 The duties of other appointed officers shall be stated by the Board at the time of their appointment.

Article 6. Board Membership

6.1 Composition. The Board shall consist of the four elected officers and eight other persons elected from the membership of the Association.

6.2 Election and Terms of Service. The election and terms of service of the elected officers are described in section 5.2 and Article 13. The eight other Board members shall be elected in accordance with the provisions of Article 13, for terms of two years, arranged so that the terms of four of these eight shall expire annually.

6.3 Qualifications and Limitations.

6.3.1 All Board members shall be Active members of the Association.

6.3.2 No person shall serve in more than one elected position at one time.

6.3.3 At the completion of six years of continuous service on the Board in any capacity, a Board member shall be ineligible to serve on the Board for a period of one year.

6.3.4 No person shall serve on the Board at the same time as his/her spouse, sibling, parent, or child.

6.4 Vacancies. Vacancies on the Board other than that of the office of President may be filled until the next annual business meeting by the Board from a list of one or more names submitted by the Nominating Committee.

6.5 Duties. Additional to attending meetings, Board members other than officers shall chair or be a member of at least one standing or special committee.

6.6 Removal.

6.6.1 The Board may remove a member from his/her elected position for failing to carry out the duties of his/her office, for not disclosing necessary information on business matters, for entering into unauthorized agreements or making unauthorized expenditures, or for misrepresenting the Board or its actions to others.

6.6.2 The removal of a person from the Board shall follow a deliberate procedure that provides the accused Board member adequate notice of removal proceedings, a fair hearing, the right to counsel, and a reasonable opportunity to present a defense.

6.7 Indemnification. As provided by the General Laws of the Commonwealth of Massachusetts, the Association shall indemnify its elected and appointed officers and other Board members and shall hold them harmless from any loss or reasonable expense incurred in connection with their actions or omissions of actions which are made or omitted in good faith and which are related solely to the performance of their duties as officers and Board members.

Article 7. Board Responsibilities

7.1 Authority. The Board shall act only in accordance with the provisions of these bylaws and the policies and procedures adopted by the Association or by the Board.

7.2 Responsibilities.

7.2.1 The Board shall guide and govern emergent matters that may arise between annual business meetings.

7.2.2 The Board shall receive reports and review the work of the appointed officers and of the standing and special committees throughout the year.

7.2.3 At its April meeting the Board shall receive the annual budget recommended by the Finance Committee for the fiscal year beginning June 1, shall adopt an annual budget for the fiscal year beginning June 1, and shall recommend this annual budget to the Association for its approval at the annual business meeting in July.

7.2.4 The Board may enter into contractual agreements for goods or services and shall be the authorizing authority for expenditures of \$500 or more.

Article 8. Board Meetings

- 8.1 Regular Quarterly Meetings. The Board shall hold regular quarterly meetings in the final two weeks of October, January, April, and July. In the event of holidays or weather-related emergencies the Board shall hold these meetings in the succeeding week.
- 8.2 Additional Regular Meeting. Immediately following the annual business meeting, the Board shall meet (a) to set its meeting schedule for the year, (b) to approve the appointments of the appointed officers and of the chairs or temporary chairs and members of the standing and special committees, (c) to lay out a plan of activities for the coming year, and (d) to provide Active members the opportunity to address the Board on any matter related to the Association.
- 8.3 Special Meetings. Special meetings may be called by the President and shall be called by the President upon the request of four Board members. No business other than that stated in the meeting notice shall be conducted at a special meeting.
- 8.4 Attendance. Board members may attend meetings either by being physically present or by means of a conference telephone or similar communications equipment, whereby all persons participating in the meeting can communicate with each other at the same time.
- 8.5 Open and Closed Meetings. Board meetings shall generally be open for observation by Active members of the Association. The Board in its discretion may permit any Active member of the Association to address the Board on particular matters or concerns. The Board also in its discretion may, by majority vote, close a meeting to non-Board persons to discuss and vote upon business of a personal or sensitive nature, such as disciplinary action against an Active member or discussions of pending legal proceedings.
- 8.6 Notice. The Secretary shall mail written notice of meetings of the Board to all Board members not less than 10 days in advance of regular meetings and not less than 20 days in advance of special meetings. Notice by e-mail, receipt confirmed, may be substituted for notice by regular mail.
- 8.7 Content of Notice. Notice of meetings of the Board, additional to stating the date, time, and place, shall include the agenda for the meeting, the substance of any special business to be dealt with, and the names of any nominees for election to vacant officer or other Board positions.
- 8.8 Agenda. The agenda for regular quarterly Board meetings shall include the following: call to order; approval or disposition of the minutes of previous meetings; reports of officers; reports of standing and special committees; unfinished business; new business; announcements; and adjournment.
- 8.9 Agenda and Friends of the Clafflin Family Association. A portion or portions of regular quarterly meetings may be devoted to reports or affairs of the Friends. Such reports shall be made and such reports and affairs shall be acted upon separately from the reports and affairs of the Association.
- 8.10 Quorum and Vote Required. A majority of the Board members then in office shall constitute a quorum for the transaction of business. Less than a quorum may continue a meeting from time to time without further notice; the Board members present, however, shall make a conscientious effort to inform all absent Board members of the

date, time, and place of the continued meeting. Unless otherwise specified herein or by parliamentary authority, a majority of the legal votes cast shall be required for the adoption of motions and for the election of officers or members of the Board. Voting by proxy shall not be permitted.

- 8.11 Conflict of Interest. A matter that accords a direct, personal or monetary benefit to a Board member, or a member of his/her immediate family, which benefit is not shared in common with other Active members, shall be deemed a conflict of interest. Directly upon discovery, a Board member shall notify other Board members that an actual, potential, or apparent conflict of interest exists. If the Board finds that an actual or potential conflict of interest does exist, the conflicted person shall not be counted as part of the quorum of a meeting while the matter is under discussion and shall not participate in either the discussion of or the vote upon the matter in question.

Article 9. Standing and Special Committees: General

- 9.1 Unless otherwise specified herein, committees shall consist of at least three Active members of the Association, at least one of whom shall be a Board member. Board members shall not serve on the Audit Committee or the Nominating Committee.
- 9.2 Committees shall make reports to the Board from time to time, advising the Board on their progress and on matters requiring action by the Board. Committees shall also make annual reports to the Association at its annual business meeting on their accomplishments and planned future directions.
- 9.3 Committees shall not commit the Association to contractual agreements for the provision of goods or services, shall not expend funds in excess of amounts provided them in the annual budget, and shall not make expenditures of \$500 or more without the approval of the Board.
- 9.4 Association members shall not serve on Committees where an actual or potential conflict of interest exists. Among other conflicts of interest that shall be avoided: members of the Treasurer's immediate family serving on the Audit Committee or the Finance Committee, nominees for office and members of their immediate families serving on the Nominating Committee or the Elections Committee, and applicants for scholarship aid or their immediate families serving on the Grants and Scholarships Committee.
- 9.5 Should an actual, potential, or apparent conflict of interest arise, the committee in question shall refer the matter to the Board; and the Board shall resolve the matter as it would for a conflict of interest arising in the Board.

Article 10. Standing Committees.

- 10.1 The following Standing Committees are hereby created: Audit, Finance, Membership, and Nominating. Their responsibilities are defined in sections 10.3 through 10.6.
- 10.2 The following committees may be created as Standing Committees by the Association or the Board: Elections, Fund Raising, Genealogy, Grants and Scholarships, Newsletter, Reunion, and Archives. Their responsibilities are defined in sections 10.7 through 10.13.

- 10.3 Audit Committee. The Audit Committee (a) shall audit the books and the annual financial report of the Treasurer for the preceding fiscal year and present its findings to the Association at the annual business meeting, (b) shall make recommendations to the Association on the handling of financial matters, and (c) shall, if it deems necessary or prudent, recommend that the books and the reports of the Treasurer be audited by a professional auditor.
- 10.4 Finance Committee. The Finance Committee (a) shall prepare an annual budget for the Association in accordance with the provisions of Article 12, (b) shall advise the Treasurer on matters of record keeping and reporting, (c) shall manage the invested funds of the Association, including draws made to provide income for the annual budget, and (d) if decided by the Board or the Association, shall obtain and keep current a blanket bond covering all persons having access to the funds of the Association or of the Friends.
- 10.5 Membership Committee. The Membership Committee (a) shall develop procedures for accepting and approving applications for membership in the Association as provided in section 3.1.3, (b) shall recommend these procedures to the Board for adoption and to the Association for approval, (c) shall receive, consider, and make recommendations to the Board on applications that have been received, and (d) shall assist the Secretary in preparing and keeping up to date a list of Active and Inactive members of the Association.
- 10.6 Nominating Committee. The Nominating Committee (a) shall prepare a slate of nominees for officer and other members of the Board and forward this slate to the Secretary six weeks in advance of the annual business meeting of the Association, (b) shall inquire of prospective candidates concerning their qualifications for office and their willingness to serve, and (c) shall present this slate to the annual business meeting of the Association.
- 10.7 Elections Committee. In the event that the Association decides that elections shall be conducted by mail, the Elections Committee (a) shall develop procedures for the nomination and election of officers and other Board members by mail ballot, (b) shall recommend these procedures to the Board for adoption and to the Association for approval, (c) shall implement procedures adopted by the Board, making full use of the slate prepared by the Nominating Committee and allowing for the nomination of other persons by petition, and (d) shall act as Teller Committee, accepting ballots, counting them, and reporting the results of elections to the Board six weeks in advance of the annual business meeting of the Association.
- 10.8 Fund Raising Committee. The Fund Raising Committee (a) shall develop procedures for the raising, handling, security, reporting, and transfer of funds to the Treasurer for the purposes of the Association or of the Friends, carefully distinguishing the funds raised for the Association from the funds raised for the Friends, (b) shall recommend these procedures to the Board for its adoption and to the Association for its approval, and (c) shall engage in a variety of fund raising projects approved by the Board.
- 10.9 Genealogy Committee. The Genealogy Committee (a) shall bring and keep up to date the genealogy of the Claflin Family, (b) shall collect genealogical data concerning the Claflin family, and (c) shall recommend to the Board forms of presenting and publishing genealogical data.

- 10.10 Grants and Scholarships Committee. The Grants and Scholarships Committee (a) shall develop procedures for making grants to institutions or organizations which work for the advancement of education, public health, or historic preservation, (b) shall develop procedures for advertising the availability of, making application for, and granting scholarship aid to individual persons in need who are enrolled in an accredited college or university, (c) shall recommend these procedures to the Board for adoption and to the Association for approval, (d) shall receive and consider applications for grants and scholarship aid in accordance with the approved procedures, and (e) shall recommend to the Association for its approval the making of grants to institutions or organizations and the granting of scholarships to individuals.
- 10.11 Newsletter Committee. The Newsletter Committee shall prepare, publish, and mail a newsletter at times during the year most advantageous to the annual events and program of the Association. The Newsletter shall, among other things, report the business matters of the Board and Association, shall include announcements of reunions and business meetings, and shall tell stories of human interest to Claflin Family members.
- 10.12 Reunion Committee. The Reunion Committee (a) shall develop plans for reunions, (b) shall recommend plans and reunion budgets showing proposed income and expenditures to the Board for its approval, (c) shall manage reunions, and (d) shall consider and recommend to the Board and Association the locations of one or more future reunions.
- 10.13 Archives Committee. The Archives Committee (a) shall represent the Association on the ownership, management, and operation of the Archives of the Claflin Family Association, (b) shall be in direct communication with the appropriate representatives of the Hopkinton Historical Society, or a successor host of the Claflin Family Association Archives, in all matters pertaining to the Archives and the Society, or its successor, and (c) shall be the accepting/rejecting agent of the Claflin Family Association for proposed contributions of records and artifacts to the Archives.

Article 11. Special Committees.

- 11.1 Special committees may be created from time to time by the Association or the Board. Their responsibilities shall be defined in the act of creating them.

Article 12. Finances

- 12.1 Fiscal Year. The fiscal year of the Association shall be the twelve month period ending May 31.

12.2 Annual Budget.

12.2.1 The proposed annual budget shall show income according to source, including draws upon the invested funds of the Association, expenditures by category, totals, and comparable figures for the present and previous fiscal years. The proposed annual budget shall be balanced as to income and expenditure.

12.2.2 The proposed annual budget shall be recommended to the Board at its April meeting, shall be adopted or modified and adopted by the Board, and shall be

recommended to the Association for approval or modification and approval at the annual business meeting.

12.3 Draws upon Invested Funds.

12.3.1 Except as provided in section 12.3.2, draws upon the invested funds of the Association shall not exceed 5% of the average value of the invested funds for the three previous fiscal years.

12.3.2 Draws in excess of the amount described in section 12.3.1 shall be made only upon the approval of the Association, which vote shall be the same as is required to amend these bylaws.

12.4 Authorization to Make Expenditures.

12.4.1 Adoption of the annual budget by the Board shall constitute authorization to make budgeted expenditures of less than \$500.

12.4.2 Proposed expenditures in excess of the amounts budgeted shall be approved by the Board or the Association, provided (a) the total budget is kept in balance and (b) the limitations on draws on invested funds are complied with.

12.4.3 All contractual agreements for goods and services and all expenditures of \$500 or more shall be approved by the Board or the Association.

12.4.4 All checks and other orders for payment shall be signed by the Treasurer, or by an Assistant Treasurer appointed by the Board. All contracts and other financial instruments, which are authorized by the Board or the Association, shall be signed by either the President or the Treasurer

12.4.5 The Association may in its discretion pay all or part of the cost of the reunion luncheon for Association members attending the annual business meeting. The Board may in its discretion pay from Association funds all or part of the non-alcoholic beverage and food expenses of Board members attending meetings of the Board. Otherwise, beverage, food, lodging, and travel expenses of Association members to attend Board or Association meetings shall not be paid by the Association.

12.5 Annual Financial Reports.

12.5.1 Annual financial reports for the previous fiscal year shall be presented to the annual business meeting of the Association, detailing income, expenditures, account balances, the status of invested funds, and the value of inventory including miscellaneous items intended for sale.

12.5.2 Such annual reports shall be submitted to the Audit Committee within 30 days following the completion of the fiscal year.

12.5.3 Annual financial reports submitted to the Association, if deemed in good order, shall be received and placed on file.

12.5.4 Audit reports presented to the Association, if deemed in good order, shall be approved by the Association.

12.6 Annual Dues. Annual dues may be assessed upon members of the Association in such amounts as are approved by the Association, which vote shall be same as is required to amend these bylaws.

Article 13. Nominations and Elections

13.1 Nominations. Nominations for officer and other Board positions shall be made by the Nominating Committee, submitted to the Secretary six weeks in advance of the annual business meeting of the Association, and shall be presented to the Association at its annual business meeting. The floor shall then be opened for other nominations, which may be made by any Active member present.

13.2 Statements of Qualifications. One-minute statements regarding the qualifications and abilities of nominees may be included in the report of the Nominating Committee, and shall be permitted the makers of nominations from the floor.

13.3 Elections. Elections, other than contested elections, may be conducted by voice vote; in the case of contested elections, voting shall be by written ballot.

13.4 Teller Committee. In the event of contested elections the President shall appoint the chair and members of a Teller Committee, none of whom shall have an immediate family interest in the outcome of the election.

13.5 Special Rules. Should no candidate receive a majority of the legal ballots cast, additional votes shall be taken. In such event the Active members present may adopt special rules governing the election, for voting which may occur subsequent to the impending vote.

13.6 Alternate Elections Procedures. If decided by the Association, mail nominating and balloting procedures shall be created by the Elections Committee, recommended to the Board for adoption and to the Association for approval. These procedures shall govern the making of nominations and the elections that follow. Such procedures shall allow the Active members of the Association reasonable notice and reasonable time for all of the steps of the procedures to be complied with.

13.7 Effective Dates of Terms. Persons elected by either procedure in this Article shall take office at the conclusion of the annual business meeting of the Association and shall serve until the conclusion of the annual business meeting which ends the terms to which they were elected, or until their successors have been elected.

Article 14. Local and Regional Chapters

14.1 Organization. Members of the Association who are living in a local or regional area and wish to organize as a local or regional chapter of the Association, may organize as such and apply for recognition by the Association. Such chapter shall be known as the "_____ Chapter of the Claflin Family Association."

14.2 Notification and Chapter Bylaws. The proposed chapter is requested to notify the Association of its intentions and to submit a copy of its proposed chapter bylaws

14.3 Chapter Bylaws.

- 14.3.1 Shall include the title or name of the chapter and a description of the boundaries or area covered by the chapter.
- 14.3.2 Shall state that Active members of the Association residing in the chapter area shall be Active members of the chapter and that Inactive members of the Association residing in the chapter area shall be Inactive members of the chapter.
- 14.3.3 Shall state that Active chapter members may participate fully in the business affairs of the chapter and that Inactive members shall not.
- 14.3.4 Shall not be inconsistent with the bylaws of the Association.
- 14.3.5 Shall create an open, orderly, and democratic structure of governance, appropriate to the purposes of the chapter.

14.4 Application and Recognition.

- 14.4.1 Upon the Board's acceptance of the proposed bylaws, the proposed chapter shall submit an application for recognition, which shall include: (a) a copy of the bylaws adopted by the chapter and (b) the names and addresses of chapter officers and other chapter board members who have been elected by the chapter.
- 14.4.2 If deemed in good order, the application shall be approved by the Board and confirmed by the Association.

14.5 Association and Chapter Responsibilities.

- 14.5.1 The Association shall support the recognized chapter by providing such information, up-to-date mailing lists, and financial appropriation as the Association may deem to be within its capabilities and resources.
- 14.5.2 The chapter shall welcome out-of-area Association members on the same basis as chapter members to chapter events and activities (other than business meetings) which are financially supported by the Association.
- 14.5.3 The chapter shall submit an annual report of its activities and finances to the Board. Such report shall include an up-to-date list of the names and addresses of chapter officers and other chapter board members.

Article 15. Parliamentary Authority

- 15.1 The current edition¹ of the *Standard Code of Parliamentary Procedure* shall govern the Association in all parliamentary situations not otherwise governed by law, the articles of organization, these bylaws, or adopted procedures or rules.

¹ As of 2012, *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, McGraw-Hill, New York, 2012, 326 pp., \$17.00. (A revision of Alice Sturgis, *The Standard Code of Parliamentary Procedure*, 4th Edition, McGraw-Hill, New York, 2001)

Article 16. Procedures, Rules

16.1 The Board may, from to time, adopt and recommend to the Association for its approval, procedures or rules governing nominations and elections, scholarships or other grants, or other matters.

Article 17. Records of the Association

17.1 Records of the Association shall consist of the Articles of Organization, these bylaws, the minutes of meetings of the Association and the Board, procedures or rules adopted by the Board and approved by the Association. names and street addresses of the members of the Association, certificates granted by governmental bodies, annual financial reports of the Treasurer, annual audit reports, and such other matter as may bear upon the legal status of the Association.

17.2 Association records shall be kept by the Secretary of the Association, provided he/she resides within the Commonwealth of Massachusetts, and shall be available for examination by any Active member.

17.3 In the event that the Secretary does not reside within the Commonwealth of Massachusetts, Association records shall be kept by the Resident Agent, and shall be available for examination by any Active member.

17.4 These bylaws and adopted procedures and rules shall be kept up to date, and up-to-date copies shall be made readily available to members of the Association.

Article 18. Amendments and Effective Dates

18.1 These bylaws may be amended at an annual business meeting of the Association, or at a special meeting of the Association called for that purpose.

18.2 Notice of proposed amendments shall be included in the required notice of the meeting at which they shall be considered, at the least specifying the substance of the amendments proposed and informing Association members how they may view or obtain copies of the proposed wording changes.

18.3 The wording of proposed amendments shall be made directly available to Active members of the Association so requesting and may be posted on the Association website.

18.4 Proposed bylaw amendments may themselves be amended at the meeting at which they are being considered, but no amendments to proposed bylaw amendments shall be considered which cannot be reasonably inferred from the notice already given.

18.5 Adoption of proposed bylaw amendments shall be either by two-thirds vote of the legal ballots cast at an annual business meeting or special meeting of the Association, or by majority vote of the legal ballots cast in a mail vote taken of the entire Active membership of the Association.

18.6 These bylaws shall become effective upon their adoption, except that section 6.3.4 concerning members of immediate families serving on the Board at the same time shall not apply to siblings serving on the previous governing body, until either of them shall

have discontinued service on the Board.

Article 19. Dissolution

- 19.1 In the event that the Association decides upon its dissolution, the Board shall file the appropriate petition for dissolution in the supreme judicial or superior court of the Commonwealth of Massachusetts and shall comply with all the laws and regulations of the Commonwealth.
- 19.2 No assets of the Association shall accrue to any member of the Association.
- 19.3 The Board shall request the judicial court to consider Claflin University, Orangeburg, South Carolina; Boston University, Boston, Massachusetts; and the Wenham Historical Society, Wenham, Massachusetts as potential recipients of any remaining assets of the Association.

Part Two: Bylaws of the Friends of the Claflin Family Association

Article 1. Name

- 1.1 Name. The name of this organization shall be the Friends of the Claflin Family Association, hereinafter called the Friends.

Article 2. Purpose

- 2.1 Purpose. The purpose of the Friends shall be to raise and disburse funds for the advancement of education, public health, or historic preservation.
- 2.2 Grants. In furtherance of section 2.1, the Friends shall disburse funds to:
- 2.2.1 Institutions or organizations which work for the advancement of education, public health, or historic preservation,
 - 2.2.2 Individual persons in need of scholarship aid who are enrolled in an accredited college or university.

Article 3. Membership, Officers, Governing Body, Governance

- 3.1 Membership, Officers, Governing Body. The membership, officers, and governing body of the Friends shall be the same as the membership, officers, and governing body of the Claflin Family Association, hereinafter called the Association.
- 3.2 Governance. Except as provided in Article 4, the governance of the Friends shall be the same as the governance of the Association.

Article 4. Finances, Meetings, Reports

- 4.1 Annual Budgets. Annual budgets of the Friends shall be prepared, recommended, and acted upon separately from the annual budgets of the Association.
- 4.2 Funds. All monies raised or collected by the Friends, prior to their disbursement, shall be kept in distinct, segregated accounts or financial instruments, separate from the accounts and financial instruments of the Association.
- 4.3 Draws upon Invested Funds. Draws upon the invested funds of the Friends may be made without limitation for the purpose of awarding grants or scholarships.
- 4.4 Meetings. Annual business meetings of the Friends may be included as a portion or portions of the annual business meetings of the Association. Meetings of the governing body of the Friends may be included as a portion or portions of meetings of the governing body of the Association.
- 4.5 Reports. Annual reports of the Friends required by the Secretary of the Commonwealth of Massachusetts and other annual reports shall be prepared and acted upon separately from annual reports of the Association.
- 4.6 Treasurer's and Audit Committee Reports. Treasurer's and Audit Committee Reports of the Friends shall be prepared and acted upon separately from the Treasurer's and Audit Committee Reports of the Association.